BOX 49

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60-4-102

Map _____ Group _____ Parcel _____

Prepared by: Richard S. Wilensky, Esq.
Middleberg Riddle & Gianna
2323 Bryan Street, Suite 1600
Dallas, Texas 75201

New Owner and Person Responsible for Property Taxes:
USRP/HCI Partnership 1, L.P.
12240 Inwood Road, Suite 200
Dallas, Texas 75244
Attn: Manager of Investments

RECEIVED
1999 OCT 12 PM 2:09
PAUL GARRETT REGISTER
DAVIDSON COUNTY, TN.

06457138

SPECIAL WARRANTY DEED

U.S. RESTAURANT PROPERTIES OPERATING L.P., a Delaware limited partnership ("Grantor") for and in consideration of the sum of Ten Dollars ($10.00) cash and other good and valuable considerations to it in hand paid by USRP/HCI PARTNERSHIP 1, L.P., a Delaware limited partnership ("Grantee") receipt and sufficiency of which are hereby acknowledged and confessed, has GRANTED, BARGAINED, SOLD and CONVEYED, and by these presents does GRANT, BARGAIN, SELL and CONVEY unto Grantee, a certain tract or parcel of land in Davidson County, State of Tennessee, described in Exhibit A attached hereto and made a part hereof for all purposes, together with (i) Grantor's right, title and interest in and to all the buildings, structures and improvements in, upon and under said land; (ii) Grantor's right, title and interest in and to all easements and rights of way appurtenant to such land; (iii) all mineral rights owned by Grantor relating to the land; and (iv) all of Grantor's right, title and interest in and to any adjacent or contiguous tracts, strips and gores, streets, alleys and other public or private ways adjacent thereto and any reversionary rights attributable to the real property ("Property"), subject to matters of public record, if any, other than mortgages, judgments, liens securing amounts owing, assessments for taxes and other charges not yet due and payable and any instruments by which Grantor has conveyed fee simple title to the Property to another party, to the extent same are valid, subsisting and affect the Property ("Permitted Encumbrances").

TO HAVE AND TO HOLD the Property, together with all and singular the rights and appurtenances thereto in anywise belonging unto the said Grantee, its successors and assigns, forever, subject to the Permitted Encumbrances; and Grantor does hereby bind itself, its successors and assigns, to WARRANT AND FOREVER DEFEND all and singular the said Property, subject to the Permitted Encumbrances, unto the said Grantee, its successors and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof, by, through, or under Grantor, but not otherwise.

USRP STORE NO. 4839
BURGER KING/TENNESSEE

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR
PRINTING IN THIS DOCUMENT
UNSATISFACTORY WHEN RECEIVED

EXECUTED to be effective as of the 1st day of October, 1999.

U.S. RESTAURANT PROPERTIES OPERATING L.P.
By: USRP MANAGING, INC., General Partner

By: _____
Name: Fred H. Margolin.
Title: Vice President

After recording return to:
USRP/HCI Partnership 1, L.P.
12240 Inwood Road, Suite 200
Dallas, TX 75244
Attn: Manager of Investments

STATE OF TEXAS }
}
COUNTY OF DALLAS }

This instrument was acknowledged before me on the 29 day of September, 1999, by Fred H. Margolin, Vice President of USRP MANAGING, INC., a Delaware corporation, General Partner of U.S. RESTAURANT PROPERTIES OPERATING L.P., a Delaware limited partnership, on behalf of said corporation and limited partnership.

JENNIFER HICKS
MY COMMISSION EXPIRES
January 28, 2001

_____
Notary Public, State of Texas

USRP STORE NO. 4839
BURGER KING/TENNESSEE

STATE OF TEXAS }
}
COUNTY OF DALLAS }

I hereby swear or affirm that the actual consideration for this transfer or value of the property transferred, whichever is greater, is Eight Hundred Twenty-Three Thousand Four Hundred Eighty-Six and No/100 Dollars ($823,486.00) which amount is equal to or greater than the amount with the property transferred would command at a fair voluntary sale.

FRED H. MARGOLIN, AFFIANT

Subscribed and sworn to before me, this the 22 day of September, 1999.

Notary Public, State of Texas

My Commission Expires: 1/28/01

JENNIFER HICKS
MY COMMISSION EXPIRE
January 28, 2001

Attachments:

Exhibit A - Property Description

USRP STORE NO. 4839
BURGER KING/TENNESSEE

EXHIBIT "A"

LAND in Davidson County, Tennessee, being Lot No. 2, on the Plan of Sam's Wholesale Club, as shown on plat of record in Plat Book 6250, page 569, with Surveyor's Certificate of Correction in Book 6680, page 904, in the Register's Office of Davidson County, Tennessee, to which plat reference is hereby made and being more particularly described as follows:

BEGINNING at an iron pipe in the East right-of-way line of Dickerson Pike, said iron pipe being the Northwest corner of the herein described property: thence South 85 deg. 58' 44" East, a distance of 250.03' to an iron pin; thence South 04 deg. 54' 00" West, a distance of 183.84' to an iron pin; thence North 85 deg. 06' 00" West, a distance of 235.00' to an iron pin; thence North 15 deg. 39' 20" West, a distance of 42.72' to an iron pin in the East right-of-way line of Dickerson Pike; thence with said right-of-way line North 04 deg. 54' 00" East, a distance of 140.00' to the point of beginning and containing 1.04 acres (45,179 square feet).

BEING the same property conveyed to U. S. Restaurant Properties Operating, L.P., by Deed of Record in Book 10821, page 886, Register's Office for Davidson County, Tennessee.

TOGETHER with Driveway Easement as set forth in Deed of Record in Book 6690, page 494, Register's Office for Davidson County, Tennessee and being more particularly described as follows:

BEGINNING at an iron pin in the East right-of-way line of Dickerson Pike, said iron pin also being the southwest property corner of the above described 1.04 acre tract; thence South 15 deg. 30' 20" East, a distance of 42.72' to an iron pin; thence South 85 deg. 06' 00" East, a distance of 235.00' to an iron pin; thence North 04 deg. 54' 00" East, a distance of 183.84' to an iron pin; thence South 85 deg. 58' 44" East, a distance of 34.00' to a point; thence South 04 deg. 54' 00" West, a distance of 237.86' to a point; thence North 85 deg. 06' 00" West, a distance of 284.00' to a point in the East right-of-way line of Dickerson Pike; thence with said right-of-way North 04 deg. 54' 00" East, a distance of 93.50' to the point of beginning and containing 0.50 acres (21,753 square feet).

OFFICIAL RECEIPT

BILL GARRETT
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

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CO	CONVEYANCE	CC	CERTIFIED COPY	MISC	MISCELLANEOUS
MO	MORTGAGE	REL	RELEASE	CO TX	STATE TAX CONVEY
WD	WARRANTY DEED	UCC	UNIFORM COMMERCIAL CODE	MO TX	STATE TAX MORT
TD	TRUST DEED	CFEE	COMPUTER FEE	PRFEE	PROBATE FEE

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BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

0645 738
REFERENCE

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1526807